

15747-9

**MEMORANDUM OF ASSIGNMENT AGREEMENT
(UPRR 1995B-Y)**

Memorandum of Assignment Agreement, made and entered into as of December 1, 1995 by and between Union Pacific Railroad Company, a Utah corporation ("Assignor"), and Topeka Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment Agreement (UPRR 1995B-Y) (the "Assignment Agreement"), dated as of December 1, 1995, by which Assignor has assigned its right, title and interest in and to the Purchase Agreement described in said Assignment Agreement to Assignee. The Purchase Agreement referred to in the Assignment Agreement covers certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By Mary S. Jones
Name: **Mary S. Jones**
Title: **Assistant Treasurer**

Executed on this ____ day of December,
1995.

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By _____
Name:
Title:

Executed on this 1st day of December,
1995.

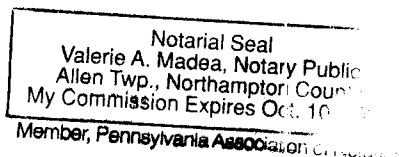
STATE OF PA)
)
COUNTY OF Lehigh) SS.:

On this, the 1 day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Mary Jones, who being by me duly sworn, says that (s)he is the Asst. Treas. of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 1, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Valerie A. Madea
Name:
Notary Public
My Commission Expires: 10/10/98
Residing in PA

STATE OF _____)
)
COUNTY OF _____) SS.:



On this, the _____ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of TOPEKA LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December ___, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

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WITNESSETH:

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By _____
Name:
Title:

Executed on this ____ day of December,
1995.

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By F. J. Blawie
Name: F. Jan Blawie
Title: President

Executed on this 1st day of December,
1995.

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December ____, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

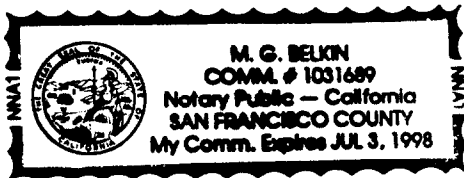
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF California)
) SS.:
COUNTY OF San Francisco)

On this, the 1st day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blustein, who being by me duly sworn, says that (s)he is the President of TOPEKA LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on December 1, 1995 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin

Name: M. G. Belkin
Notary Public
My Commission Expires: 7/3/98
Residing in San Francisco, CA

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC4400/6000 CW diesel electric locomotives	18	UP 7030 through UP 7047, inclusive